

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

TWIN SECURITIES, INC., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-01291-AKH

HG VORA SPECIAL OPPORTUNITIES
MASTER FUND, LTD.,

Plaintiff,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-04107-AKH

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**DECLARATION OF LAWRENCE M. ROLNICK IN SUPPORT OF THE DIRECT
ACTION PLAINTIFFS' MOTION FOR PARTIAL SUMMARY JUDGMENT AGAINST
DEFENDANT AMERICAN REALTY CAPITAL PROPERTIES**

BLACKROCK ACS US EQUITY TRACKER
FUND, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08464-AKH

PIMCO FUNDS: PIMCO DIVERSIFIED
INCOME FUND, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08466-AKH

CLEARLINE CAPITAL PARTNERS LP, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08467-AKH

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PENTWATER EQUITY OPPORTUNITIES
MASTER FUND LTD., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-08510-AKH

ETON PARK FUND, L.P. and ETON PARK
MASTER FUND, LTD.,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:16-cv-09393-AKH

RELIANCE STANDARD LIFE INSURANCE
COMPANY, *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:17-cv-02796-AKH

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JET CAPITAL MASTER FUND, L.P., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:15-cv-00307-AKH

ARCHER CAPITAL MASTER FUND, L.P.,
et al.,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:16-cv-05471-AKH

ATLAS MASTER FUND, LTD., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:16-cv-05475-AKH

FIR TREE CAPITAL OPPORTUNITY
MASTER FUND, L.P., *et al.*,

Plaintiffs,

v.

AMERICAN REALTY CAPITAL
PROPERTIES, INC., *et al.*,

Defendants.

Civil Action No.: 1:17-cv-04975-AKH

Pursuant to 28 U.S.C. § 1746, **LAWRENCE M. ROLNICK**, under penalty of perjury, hereby declares as follows:

1. I am a partner at the law firm of Lowenstein Sandler LLP, counsel in this matter to the Archer Capital, Atlas, Fir Tree, and Jet Capital Plaintiffs in the above-captioned actions. I submit this declaration in support of the Direct Action Plaintiffs' motion for partial summary judgment against Defendant American Realty Capital Properties, Inc. ("ARCP").

2. Attached hereto as **Exhibit 1** is a true and correct copy of relevant excerpts from the annual report for the year ended December 31, 2013, filed by ARCP on Form 10-K with the U.S. Securities and Exchange Commission ("SEC") on or about February 27, 2014, along with signed certifications thereto made pursuant to the Sarbanes-Oxley Act of 2002 ("SOX").

3. Attached here as **Exhibit 2** is a true and correct copy of relevant excerpts from the quarterly report for the quarter ended March 31, 2013, filed by ARCP on Form 10-Q with SEC on or about May 6, 2013, along with signed certifications thereto made pursuant to SOX.

4. Attached here as **Exhibit 3** is a true and correct copy of relevant excerpts from the quarterly report for the quarter ended June 30, 2013, filed by ARCP on Form 10-Q with SEC on or about August 6, 2013, along with signed certifications thereto made pursuant to SOX.

5. Attached here as **Exhibit 4** is a true and correct copy of relevant excerpts from the quarterly report for the quarter ended September 30, 2013, filed by ARCP on Form 10-Q with SEC on or about November 7, 2013, along with signed certifications thereto made pursuant to SOX.

6. Attached here as **Exhibit 5** is a true and correct copy of relevant excerpts from the quarterly report for the quarter ended March 31, 2014, filed by ARCP on Form 10-Q with SEC on or about May 8, 2014, along with signed certifications thereto made pursuant to SOX.

7. Attached hereto as **Exhibit 6** is a true and correct copy of relevant excerpts from the quarterly report for the quarter ended June 30, 2014, filed by ARCP on Form 10-Q with SEC on or about July 29, 2014, along with signed certifications thereto made pursuant to SOX.

8. Attached hereto as **Exhibit 7** is a true and correct copy of the report filed by ARCP on Form 8-K with the SEC on or about October 29, 2014.

9. Attached hereto as **Exhibit 8** is a true and correct copy of relevant excerpts from the report filed by ARCP on Form 8-K with the SEC on or about March 2, 2015.

10. Attached hereto as **Exhibit 9** is a true and correct copy of relevant excerpts from Amendment No. 2 to the annual report for the year ended December 31, 2013, filed by ARCP on Form 10-K/A with the SEC on or about March 2, 2015.

11. Attached hereto as **Exhibit 10** is a true and correct copy of relevant excerpts from Amendment No. 1 to the quarterly report for the quarter ended March 31, 2014, filed by ARCP on Form 10-Q/A with SEC on or about March 2, 2015.

12. Attached hereto as **Exhibit 11** is a true and correct copy of relevant excerpts from Amendment No. 1 to the quarterly report for the quarter ended June 30, 2014 filed by ARCP on Form 10-Q/A with SEC on or about March 2, 2015.

13. Attached hereto as **Exhibit 12** is a true and correct copy of the Indictment filed against Defendant Brian S. Block on September 7, 2016.

14. Attached hereto as **Exhibit 13** is a true and correct copy of relevant excerpts from the transcript of trial in *United States v. Block*, No. 16-cr-595 (S.D.N.Y. June 14, 2017).

15. Attached hereto as **Exhibit 14** is a true and correct copy of relevant excerpts from the transcript of trial in *United States v. Block*, No. 16-cr-595 (S.D.N.Y. June 19, 2017).

16. Attached hereto as **Exhibit 15** is a true and correct copy of relevant excerpts from the transcript of trial in *United States v. Block*, No. 16-cr-595 (S.D.N.Y. June 20, 2017).

17. Attached hereto as **Exhibit 16** is a true and correct copy of the verdict form in *United States v. Block*, No. 16-cr-595 (S.D.N.Y. June 30, 2017).

18. Attached hereto as **Exhibit 17** is a true and correct copy of relevant excerpts from the transcript of sentencing in *United States v. Block*, No. 16-cr-595 (S.D.N.Y. Nov. 8, 2017).

19. Attached hereto as **Exhibit 18** is a true and correct copy of the Information filed against Defendant Lisa P. McAlister on June 29, 2016.

20. Attached hereto as **Exhibit 19** is a true and correct copy of the transcript of the plea allocution in *United States v. McAlister*, No. 16-cr-653 (S.D.N.Y. June 29, 2016).

I declare under penalty of perjury that the foregoing is true and correct. Executed on March 28, 2018.

By: 
Lawrence M. Rolnick